

EXHIBIT C

FEDERAL BUREAU OF INVESTIGATION

Date of entry 06/10/2020

SETH HOROWITZ, date of birth [REDACTED] was interviewed pursuant to a proffer agreement at the United States Attorney's Office (USAO) for the Southern District of New York (SDNY) on February 11, 2020 by Federal Bureau of Investigation (FBI) Special Agent (SA) Robert Hupcher and Assistant United States Attorneys (AUSA's) Scott Hartman and Edward Imperatore of the Southern District of New York. Also present was United States Securities and Exchange Commission (SEC) Sr. SA Adelle Harris (telephonic). HOROWITZ's attorneys Mark Cahn and Brendan McGuire from WilmerHale were also present. After being advised of the identities of the interviewing officials and the nature of the interview, HOROWITZ provided the following information:

On their own, HOROWITZ and JARED MARGOLIS did not make any deals happen between ICONIX and GLOBAL BRANDS GROUP (GBG) as neither had the authority to do so. On occasions, HOROWITZ had direct conversations with JASON RABIN.

HOROWITZ was shown document ICON-SEC-00001893. The structure of the payments changed for SEA III so ICONIX would still get the same amount of cash. There was contemplation of letting GBG out of the ROCAWEAR KIDS deal. Obviously the price also changed. The payment structure here changed before it was executed. In this draft it was \$4.3 million in payments.

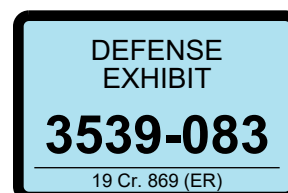
HOROWITZ was shown document ICON-051-00052302. In this version, it was \$4.3 million at closing and then paying \$1.3 million every few months and \$3.5 million in total. This was the same amount as the ROCAWEAR KIDS license and that was on purpose. NEIL COLE's demand was that GBG would pay the same amount of cash that they would have paid during the ROCAWEAR KIDS agreement. HOROWITZ had to take the ROCAWEAR KIDS agreement and work backwards so the \$21 million would not get split evenly and the chunk which was the same amount as ROCAWEAR KIDS would get paid when ROCAWEAR KIDS was due. COLE was angry that GBG was getting the advantage of paying over time when they owed ICONIX the money now.

HOROWITZ was shown document ICON-125-00000695. The cash flow analysis with DAVID MASLATON was in reference to determining the same amount of cash that GBG owed for ROCAWEAR KIDS.

HOROWITZ was shown document ICON-051-000011586. Regarding not moving forward with ROCAWEAR KIDS, there was some discussion regarding letting GBG out of ROCAWEAR KIDS. HOROWITZ was saying ICONIX should not let GBG out of

Investigation on 02/11/2020 at New York, New York, United States (In Person)File # 318A-NY-3005279Date drafted 04/22/2020by Robert Hupcher

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ROCAWEAR KIDS since there were substantial minimums that ICONIX needed for the ROCAWEAR brand. COLE said this was for impairment purposes. ICONIX did not want to bring it up with GBG because it would cause so many problems. ICONIX did not want to make waves when it was trying to close China.

HOROWITZ had a conversation with COLE where COLE said it was going to be harder to do deals with GBG now that the GBG was public because GBG needed the same things that ICONIX needed like revenue and profit. This was after a meeting with GBG when they walked out of the Empire State Building and got into COLE's car. Prior to this, GBG was not under the pressure to hit quarterly numbers and ICONIX was. RABIN was saying that he wanted to pay \$10 million more and get \$10 million back from ICONIX. By RABIN paying more, it was intellectual property (IP) so he could put it on the balance sheet as an asset. HOROWITZ learned this from COLE on a basic level while HOROWITZ was at ICONIX.

ICON-SEC-001671 - The amounts at the bottom of this page were in addition to the \$5 million that ICONIX owed GBG from SEA II. The "\$10 million and more" referenced a conversation that RABIN had directly with COLE. There was not enough information to be confident that ICONIX was going to hit their number which was why there was the plug - to get guaranteed money to GBG. "Getting creative" was a reference to COLE and HOROWITZ both knowing that what they were doing was not kosher and they were more than in the grey area.

COLE brought up CANDIES at the end of HOROWITZ's time at ICONIX when COLE was on a yelling tirade. COLE said something like, "you're going to have what I had 15 years ago." COLE said something like he was a better person because of it or he learned because of it. HOROWITZ understood COLE to be telling him that they had been doing things that were wrong. COLE was trying to both scare and comfort HOROWITZ by saying COLE was still here even after the investigation. Someone, possibly DAVID BLUMBERG, told HOROWITZ that a lot of the CANDIES SEC documents were lost because of September 11th. COLE said they had a target on COLE's back because the SEC did not get COLE the first time because of September 11th.

BLUMBERG was involved in the conversations about the givebacks. HOROWITZ remembered the conversations about ICONIX letting GBG out of ROCAWEAR KIDS and remembered BLUMBERG being at the meeting. HOROWITZ did not recall lawyers being involved in conversations that tied the SEA III deal to letting GBG out of ROCAWEAR KIDS.

HOROWITZ was shown document ICON-052-02-00010288. This specifically did not include the increase in the purchase price or any type of exchange. HOROWITZ did not recall ERICKA ALFORD asking about any type of exchange.

HOROWITZ was shown document SH-SEC-00018423. The changes to the previous version reflected a meeting that HOROWITZ had with COLE. This was HOROWITZ

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writing as COLE was talking to him. In the same conversation, COLE said the invoices could not be round numbers. COLE wanted things that had been done that could pass a sniff test for whether work actually had been done. TLC was the former JV partner that had done work on these brands. Had this work been done by the JV, ICONIX would have already paid for half if via the JV. This was one half of the JV billing the other half of the JV for the full marketing amount. COLE was trying to make this look legitimate by saying have it billed by TLC. TLC had previously done work on Zoo York because it was part of the SEA JV. COLE was aware that there were already marketing decks floating around. COLE wanted 50% of the whole thing to be prepaid for next year so \$2.5 million would hit this year and \$2.5 million would hit next year. GBG had the master license for PEANUTS in China. The highlighted portion referenced another method to try to get the same amount. GBG would ask where the payment was for PEANUTS and COLE eventually told HOROWITZ that ICONIX would not do the PEANUTS deal. HOROWITZ did not recall telling that to GBG. Regarding 8.5 - COLE said that ICONIX was really letting GBG out of \$8.5 million due to the \$2 million in fixturing.

ICONIX's decision to stop GBG getting out of ROCAWEAR KIDS did not end ICONIX's obligation to GBG to pay GBG back.

MARGOLIS hand-delivered the second batch of invoices to the ICONIX office and said we need to get these paid right away. MARGOLIS said something to the effect of, "pay the ones you want, you just have to get us to the total amount." This was the big group that replaced the PEANUTS invoice. It was just a pile of junk. HOROWITZ walked it into COLE's office and told COLE that HOROWITZ was not comfortable signing these. HOROWITZ knew that it was a pile of lies. COLE opened them up, signed them, crossed out dates, made up new dates, and then told HOROWITZ to get the fuck out of his office. HOROWITZ signed the wire because he knew COLE signed off on the invoices and HOROWITZ thought at least he would not be alone in this. They were past the point of no return. COLE did not give HOROWITZ comfort that the invoices were ok.

HOROWITZ was shown document ICON-125-0000633. HOROWITZ met with MARGOLIS and ETHAN COLE at GBG. At some point, HOROWITZ was either in the office of GBG's Chief Financial Officer (CFO) or Director of Finance. HOROWITZ had a clear recollection of being aware on a very conscious level at this meeting that this was all a bunch of "bs" and everyone was in on it.

HOROWITZ was shown document SH-SEC-0000768. This was around the moment when the switch happened when ICONIX decided not to let GBG out of the RK agreement.

Regarding the conversation where COLE told GBG that ICONIX could not let them out of ROCAWEAR KIDS, COLE was very direct and used the word impairment with RABIN and MARGOLIS. There was some back and forth on how ICONIX would pay back GBG and RABIN seemed satisfied that ICONIX would find a way to pay

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GBG back.

HOROWITZ was shown document SH-SEC-0000737. This referenced paying the MOSSIMO/ZOO YORK invoice.

HOROWITZ was shown document SH-SEC-00020297. COLE came into HOROWITZ's office and closed the door. This was regarding the response to the SEC. ICONIX started using words in the response about who negotiated and who provided guidance. COLE told HOROWITZ that COLE wanted to change the MIDDLE EAST and NORTH AFRICA (MENA) JV transaction and even though COLE negotiated it, COLE wanted HOROWITZ to put HOROWITZ's name. HOROWITZ agreed because HOROWITZ negotiated it as much as everyone else as COLE gave HOROWITZ guidance on it. Instead of just changing MENA, COLE started changing all the JV's for who did what. COLE was red-faced and screaming about selling stock. HOROWITZ told WILLY BURKHARDT not to send anything until HOROWITZ saw it again because HOROWITZ was not in agreement with this. HOROWITZ went into COLE's office after this and COLE said that he could pass a lie detector test. COLE would give HOROWITZ feedback on HOROWITZ's Friday at fives. HOROWITZ had conversations with COLE that showed COLE understood the terms of the JV's. COLE talked about buying back the JV's. "JS" was JASON SCHAEFER. SCHAEFER was not allowed in COLE's office. The "document" was in reference to the SEC Division of Corporate Finance (Corp Fin) response. SCHAEFER gave every document to finance meaning SCHAEFER was not just a rubber stamp.

When ICONIX was negotiating puts and calls during the JV's, HOROWITZ did not recall anyone talking about the puts and calls thinking there would be any issue with the accounting. COLE was concerned that there were givebacks for the JV's. In the response drafting meetings, HOROWITZ remembered thinking about the givebacks but not bringing them up because then COLE might have blamed them all on HOROWITZ.